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HOLBROOK, AKEL, COLD, STIEFEL & RAY, P.A.

ATTORNEYS AT LAW

ONE INDEPENDENT DRIVE, SUITE 2301

JACKSONVILLE, FLORIDA 32202-5059

H. LEON HOLBROOK

EDWARD C. AKEL

KATHLEEN HOLBROOK COLD

DANIEL D. AKEL

H. LEON HOLBROOK, III

JOHN R. STIEFEL, JR.

THOMAS R. RAY

TELEPHONE  
(904) 388-8311

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December 10, 1996

Secretary of State  
Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: The PEARL Group, Inc.

200002027532--5  
-12/12/96--01078--016  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sir:

Enclosed are original and one copy of Articles of Incorporation for the referenced corporation. Please file the original and return a stamped copy to me. Our check for \$70.00 is enclosed to cover the fees.

Thank you very much for your cooperation.

Sincerely yours,

*Kathy Cold*

KATHLEEN HOLBROOK COLD

KHC/lh

Enclosures

cc: Mr. Paul W. Dickert

FILED  
96 DEC 12 AM 11:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

7-12 12/13/96

ARTICLES OF INCORPORATION  
OF  
THE PEARL GROUP, INC.

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95 DEC 12 AM 11:33  
RECEIVED

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is: THE PEARL GROUP, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation is:

To engage in any activity or business permitted under the laws of the United States and of this state.

To the same extent as natural persons might or could do, to purchase or otherwise acquire, and to hold, own, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage or otherwise to dispose of and deal in, lands and leaseholds, and any interest, estate, and rights in real property, and any personal or mixed property, and any franchises, rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed.

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise to dispose of, and to invest in, deal in and with, goods, wares,

merchandise, real and personal property, and services of every class, kind and description, now or hereafter permitted by law.

To conduct business in, have one or more offices in and to buy, hold, mortgage, sell, convey, lease, or otherwise to dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, transfers of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

To exercise all the powers now granted to this type of corporation under Florida Law, and all powers subsequently authorized or granted by law to private corporations.

The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

#### ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

10,000 Shares of Common Stock of par  
value of \$1.00 per share.

Cumulative voting shall not be permitted.

The shareholders may, by by-law provision or by written shareholders' agreement, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

#### ARTICLE IV

This corporation is to exist perpetually.

#### ARTICLE V

The initial address of the principal office of this corporation in the State of Florida is Post Office Box 1664, Perry, Florida 32348. The Board of Directors may from time to time move the principal office to any other address in Florida.

#### ARTICLE VI

This corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time, by by-laws adopted by the Stockholders, but shall never be less than one.

#### ARTICLE VII

The names and post office addresses of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
Paul W. Dickert	Post Office Box 1664 Perry, Florida 32348
Laura S. Dickert	Post Office Box 1664 Perry, Florida 32348

#### ARTICLE VIII

The name and post office address of the incorporator to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Kathleen Holbrook Cold	Suite 2301 One Independent Drive Jacksonville, Florida 32202

#### ARTICLE IX

The corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers, or who at the request of the Board of Directors of the corporation may serve or at any time have served as directors or officers of

another corporation in which the corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, by-law, agreement, vote of stockholders, or otherwise, and the corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### ARTICLE X

The registered office shall be Suite 2301, One Independent Drive, Jacksonville, Florida, 32202, and the registered agent at that same address is Kathleen Holbrook Cold.

**ARTICLE XI**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the holder or holders of a majority of the stock entitled to vote thereon.

Kathleen H Cold  
KATHLEEN HOLBROOK COLD

**ACCEPTANCE BY RESIDENT AGENT**

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Kathleen H Cold  
KATHLEEN HOLBROOK COLD

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96 DEC 12 AM 11:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF DUVAL

I hereby certify that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared KATHLEEN HOLBROOK COLD, to me well known to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 10~~th~~ day of December, A.D. 1996.

Leslie B. Hawes  
Notary Public

My Commission expires:  
Commission Number:

LESLIE B. HAWES  
Notary Public, State of Florida  
My Comm. expires Oct. 8, 1999  
Comm. No. CC 499956

FILED  
96 DEC 12 AM 11:33  
NOTARY PUBLIC STATE  
FULTON COUNTY, FLORIDA



P96000100750

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ATTORNEYS AT LAW

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JACKSONVILLE, FLORIDA 32202-5059

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THOMAS R. RAY

TELEPHONE

(904) 355-6311

FACSIMILE

(904) 355-7330

February 10, 1997

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

8100002085518--6  
-02/13/97--01022--004  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Amendment to Articles of Incorporation  
of The Pearl Group, Inc.

Dear Sirs:

Enclosed are original and one copy of Amendment to  
Articles of Incorporation of The Pearl Group, Inc.. Please file  
the original and return a stamped copy to me. Our check for \$35.00  
is enclosed to cover the fees.

Thank you very much for your cooperation.

Sincerely yours,

*Kathleen Cold*

KATHLEEN HOLBROOK COLD

KHC/lh

Enclosures

cc: Mr. Paul W. Dickert

RECEIVED  
TALLAHASSEE, FLORIDA

97 FEB 13 PM 1:43

FILED

SH 2/18  
Amended

ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
THE PEARL GROUP, INC.

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FILED  
37 FEB 13 PM 1:43  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006, Florida Statutes, THE PEARL GROUP, INC., a Florida corporation, hereinafter called the "Corporation" hereby amends its Articles of Incorporation as follows:

1. The Articles of Incorporation of the Corporation are hereby amended by deleting Article III in its entirety and inserting the following Article III therefor:

"ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of a par value of One and No/100 Dollars (\$1.00) per share, which shall be designated 'common shares.' Common shares shall be issued pursuant to the direction of the Board of Directors, who shall designate said shares as 'voting' (in which case, such shares shall have the full range of voting rights under applicable law) or 'non-voting' (in which case, such shares shall have no voting rights for any purpose) at the time of issuance. 'Voting' and 'non-voting' common shares shall be identical in all respects except for the foregoing difference in voting rights. Of the authorized shares, 2,500 shares shall be authorized to be issued as 'voting' shares and 7,500 shares shall be authorized to be issued as 'non-voting' shares. The legend 'voting' or 'non-voting' as applicable, shall be prominently affixed to the face of all stock certificates issued to holders of common shares. All common shares issued prior to February 1, 1997 shall be, and hereby are, deemed to be 'voting' shares."

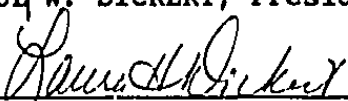
2. The Shareholders and Directors of the Corporation, acting pursuant to Sections 607.0704, 607.0821 and 607.1003, Florida Statutes, have executed a written consent adopting the foregoing amendment.

3. The voting group entitled to vote on the foregoing amendment is the holder of common shares of the corporation. The number of votes cast in favor of the amendment were 1,000 of the 1,000 common shares eligible to vote. The number of votes cast for such amendment by such voting group was unanimous, and thus sufficient for approval by such voting group.

4. The foregoing amendment shall become effective upon the filing of these Articles of Amendment with the Secretary of

IN WITNESS WHEREOF, these Articles of Amendment have been executed on behalf of the corporation this 28th day of January, 1997.

  
\_\_\_\_\_  
PAUL W. DICKERT, President

  
\_\_\_\_\_  
LAURA H. DICKERT, Secretary